

Plaintiffs' counsel are qualified, experienced and able to conduct this class action litigation. Therefore, the adequacy requirement has been satisfied.

IV. CONCLUSION

Plaintiffs have demonstrated above that they meet each of the prerequisites set forth in Rule 23 and that certification is appropriate. Accordingly, Plaintiffs urge the Court to grant their motion to certify this action to proceed as a class action on behalf of all persons who were participants in the Suburban ESOP as of July 1, 1997, employees of Suburban Bancorporation, Inc., as of July 25, 1997, and intended beneficiaries of the Affiliation Agreement dated March 13, 1997, between Fifth Third and Suburban.

Plaintiffs further request the Court to direct notice to the class pursuant to Rule 23(c) at the earliest practicable time.

Respectfully submitted,

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